

Sean Dougherty  
AVP, Contracts  
CIT Rail



March 11, 2008

Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 25991-I FILED

MAR 11 '08 -6 0 2 PM

RE: KCS02011

Dear Secretary:

**SURFACE TRANSPORTATION BOARD**

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as of March 20, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 25991.

The names and addresses of the parties to the enclosed document are:

**Lessee:** The Kansas City Southern Railway Company  
427 West 12<sup>th</sup> Street, Cathedral Square  
Kansas City, MO 64105

**Lessor:** The CIT Group/Equipment Financing, Inc.  
30 South Wacker Drive Suite 3000  
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series KCS 286525- KCS 286749 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Sean Dougherty  
AVP, Contracts  
CIT Rail

Enclosures

CIT RAIL  
30 South Wacker Drive  
Suite 3000  
Chicago, IL 60606

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[sean.dougherty@citrail.com](mailto:sean.dougherty@citrail.com)

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 20 day of MARCH, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 S. Wacker Dr., Ste. 3000, Chicago, IL 60606 (the "Lessor"), and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation, with an address at 427 West 12th Street, Cathedral Square, Kansas City, MO 64105 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of March 15, 2005 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on November 3, 2005 as recordation number 25991.

WHEREAS, the Parties have entered into an additional Rider under the Lease and wish to show for the public record the existence of the aforesaid Rider, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: JM Keadling  
Name: JM Keadling  
Title: SVP Leasing

RECORDATION NO. 25991 - F FILED

MAR 11 '08 -6 02 PM

SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: Richard M. Zura  
Name: Richard M. Zura  
Title: Senior Vice President Purchasing and Materials  
3/2/08

# Schedule A

Number of Cars	Equipment Description
225	5,200 C.F. covered hopper car with gravity gates and trough hatches

1	KCS	286525	63	KCS	286577	105	KCS	286629
2	KCS	286526	54	KCS	286578	106	KCS	286630
3	KCS	286527	55	KCS	286579	107	KCS	286631
4	KCS	286528	56	KCS	286580	108	KCS	286632
5	KCS	286529	57	KCS	286581	109	KCS	286633
6	KCS	286530	58	KCS	286582	110	KCS	286634
7	KCS	286531	59	KCS	286583	111	KCS	286635
8	KCS	286532	60	KCS	286584	112	KCS	286636
9	KCS	286533	61	KCS	286585	113	KCS	286637
10	KCS	286534	62	KCS	286586	114	KCS	286638
11	KCS	286535	63	KCS	286587	115	KCS	286639
12	KCS	286536	64	KCS	286588	116	KCS	286640
13	KCS	286537	65	KCS	286589	117	KCS	286641
14	KCS	286538	66	KCS	286590	118	KCS	286642
15	KCS	286539	67	KCS	286591	119	KCS	286643
16	KCS	286540	68	KCS	286592	120	KCS	286644
17	KCS	286541	69	KCS	286593	121	KCS	286645
18	KCS	286542	70	KCS	286594	122	KCS	286646
19	KCS	286543	71	KCS	286595	123	KCS	286647
20	KCS	286544	72	KCS	286596	124	KCS	286648
21	KCS	286545	73	KCS	286597	125	KCS	286649
22	KCS	286546	74	KCS	286598	126	KCS	286650
23	KCS	286547	75	KCS	286599	127	KCS	286651
24	KCS	286548	76	KCS	286600	128	KCS	286652
25	KCS	286549	77	KCS	286601	129	KCS	286653
26	KCS	286550	78	KCS	286602	130	KCS	286654
27	KCS	286551	79	KCS	286603	131	KCS	286655
28	KCS	286552	80	KCS	286604	132	KCS	286656
29	KCS	286553	81	KCS	286605	133	KCS	286657
30	KCS	286554	82	KCS	286606	134	KCS	286658
31	KCS	286555	83	KCS	286607	135	KCS	286659
32	KCS	286556	84	KCS	286608	136	KCS	286660
33	KCS	286557	85	KCS	286609	137	KCS	286661
34	KCS	286558	86	KCS	286610	138	KCS	286662
35	KCS	286559	87	KCS	286611	139	KCS	286663
36	KCS	286560	88	KCS	286612	140	KCS	286664
37	KCS	286561	89	KCS	286613	141	KCS	286665
38	KCS	286562	90	KCS	286614	142	KCS	286666
39	KCS	286563	91	KCS	286615	143	KCS	286667
40	KCS	286564	92	KCS	286616	144	KCS	286668
41	KCS	286565	93	KCS	286617	145	KCS	286669
42	KCS	286566	94	KCS	286618	146	KCS	286670
43	KCS	286567	95	KCS	286619	147	KCS	286671
44	KCS	286568	96	KCS	286620	148	KCS	286672
45	KCS	286569	97	KCS	286621	149	KCS	286673
46	KCS	286570	98	KCS	286622	150	KCS	286674
47	KCS	286571	99	KCS	286623	151	KCS	286675
48	KCS	286572	100	KCS	286624	152	KCS	286676
49	KCS	286573	101	KCS	286625	153	KCS	286677
50	KCS	286574	102	KCS	286626	154	KCS	286678
51	KCS	286575	103	KCS	286627	155	KCS	286679
52	KCS	286576	104	KCS	286628	156	KCS	286680

# Schedule A

Number of Cars			Equipment Description		
225			5,200 C.F. covered hopper car with gravity gates and trough hatches		
157	KCS	286681	209	KCS	286733
158	KCS	286682	210	KCS	286734
159	KCS	286683	211	KCS	286735
160	KCS	286684	212	KCS	286736
161	KCS	286685	213	KCS	286737
162	KCS	286686	214	KCS	286738
163	KCS	286687	215	KCS	286739
164	KCS	286688	216	KCS	286740
165	KCS	286689	217	KCS	286741
166	KCS	286690	218	KCS	286742
167	KCS	286691	219	KCS	286743
168	KCS	286692	220	KCS	286744
169	KCS	286693	221	KCS	286745
170	KCS	286694	222	KCS	286746
171	KCS	286695	223	KCS	286747
172	KCS	286696	224	KCS	286748
173	KCS	286697	225	KCS	286749
174	KCS	286698			
175	KCS	286699			
176	KCS	286700			
177	KCS	286701			
178	KCS	286702			
179	KCS	286703			
180	KCS	286704			
181	KCS	286705			
182	KCS	286706			
183	KCS	286707			
184	KCS	286708			
185	KCS	286709			
186	KCS	286710			
187	KCS	286711			
188	KCS	286712			
189	KCS	286713			
190	KCS	286714			
191	KCS	286715			
192	KCS	286716			
193	KCS	286717			
194	KCS	286718			
195	KCS	286719			
196	KCS	286720			
197	KCS	286721			
198	KCS	286722			
199	KCS	286723			
200	KCS	286724			
201	KCS	286725			
202	KCS	286726			
203	KCS	286727			
204	KCS	286728			
205	KCS	286729			
206	KCS	286730			
207	KCS	286731			
208	KCS	286732			